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FILED

OCT 26 1987
10 AM
Michael J. Shriver
SECRETARY OF STATE

CERTIFICATE OF INCORPORATION
OF
BWAC TEN, INC.

Pursuant to § 102 of the General Corporation Law
of the State of Delaware

The undersigned, in order to form a corporation
pursuant to Section 102 of the General Corporation Law of the
State of Delaware, does hereby certify:

FIRST: The name of the Corporation is
BWAC Ten, Inc.

SECOND: The address of the Corporation's registered
office in the State of Delaware is Corporation Trust Center,
1209 Orange Street in the City of Wilmington, County of New
Castle, Delaware 19801. The name of its registered agent at
such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage
in any lawful act or activity for which corporations may be
organized under the General Corporation Law of the State of
Delaware.

FOURTH: The total number of shares which the
Corporation shall have authority to issue is 100 shares of
Common Stock, par value \$.01 per share.

FIFTH: The name and mailing address of the
Incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Howard Berkower	Fried, Frank, Harris, Shriver & Jacobson One New York Plaza New York, New York 10004

SIXTH: The Board of Directors is expressly
authorized to adopt, amend or repeal the by-laws of the
Corporation.

SEVENTH: Elections of directors need not be by
written ballot unless the by-laws of the Corporation shall
otherwise provide.

EIGHTH: A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided, however, that the foregoing shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit.

NINTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which said application has been made, be binding on all the creditors or class of creditors, and/or on all of the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

TENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand this 24th day of October, 1987 and I affirm that the foregoing certificate is my act and deed and that the facts stated therein are true.

Howard Berkower
Howard Berkower, Incorporator